

00.000 APPLICATION FOR PERMIT TO DO BUSINESS IN THE STATE OF TEXAS

I. **DIXIE CARRIERS, INC.**

duly organized and existing under the laws of **Delaware** hereby makes application to the Secretary of State of the State of Texas for a permit to do business in Texas for a period of ten years.

(Attached hereto and made a part of this application is a copy of original charter and all amendments thereto certified by the Secretary of State of the home state of the corporation.)

II. The purpose of the business said corporation desires to transact in Texas is

To establish a transportation business with power to buy, construct, lease, own, operate and maintain and convey all kinds of steamships, vessels and other watercraft, and to navigate the same between all parts of the globe, and upon rivers, and to construct, buy, lease, own, maintain, operate and convey warehouses, docks, and wharves, and to buy, lease, receive, own, hold, and enjoy real and personal property necessary in the transaction of its business; to receive, purchase, hold, use and convey such rights, privileges, franchises and property, and to exercise beyond the jurisdiction of this State such power as may be granted to or conferred upon it by any foreign government, state or municipality; to have officers and agents, and to maintain offices at all points at which the company may do business; to act as principal or agent in buying and selling merchandise in all foreign countries; to carry passengers, freight, express and mail.

III. a. The home office of said corporation to which all notices from the Secretary of State are requested to be mailed is **Cotton Exchange Building**

Houston

(City)

Texas

(State)

b. The stockholders of the corporation are resident citizens of the States of **Texas**

c. The corporation now has permits to and is transacting business in the States of

Simultaneously licensing in Louisiana

d. Its business in the State of Texas is to be transacted at **Cotton Exchange Building**

Houston, Texas

e. The name of the manager or person in charge of said Texas business or agency will be

B. M. Bloomfield

Cotton Exchange Building

Houston

(Name)

(Street Address)

(City)

IV. The number of the directors of said corporation is **five** and the names and residences of its present board of directors are as follows:

Name

Residence and Address

George A. Peterkin

2707 Ferndale Place, Houston 6, Texas

Wesley W. West

P. O. Box 1679 (Sterling Bldg.) Houston, Texas

Norman D. Adams, Adams & Porter

Cotton Exchange Building, Houston, Texas

Claud B. Hamill

1118 City National Bank Bldg., Houston, Texas

B. M. Bloomfield

906 Cotton Exchange Bldg., Houston, Texas

V. a. The amount of the AUTHORIZED CAPITAL STOCK at this date is:

Common Stock 30,000 shares \$ 750,000.00
Preferred Stock 10,000 shares \$ 250,000.00
Non Par Value Common shares
Non Par Preferred shares

b. The amount of the SUBSCRIBED CAPITAL STOCK of the authorized capital stock at this date is:

Common Stock 20,000 shares \$ 500,000.00
Preferred Stock shares \$
Non Par Value Common shares, actual consideration received or to

be received per share \$

Non Par Preferred shares, actual consideration received or to be received per share \$

c. The amount of the PAID IN CAPITAL STOCK of the authorized capital stock is:

Common Stock 4,000 shares \$ 100,000.00
Preferred Stock shares \$
Non Par Value Common shares \$
Non Par Preferred shares \$

d. The amount of the AUTHORIZED CAPITAL STOCK PAID IN CASH IS \$ 100,000.00

e. Attached hereto and made a part of this application is a verified statement of the assets and liabilities of the corporation.

We and each of us do solemnly swear that the facts set forth in the above and foregoing application for a permit to do business in Texas are true and correct.

Subscribed and sworn to this the 24th day of May 19 48

(CORPORATE SEAL)

B. M. Bloomfield President
Norman D. Adams Secretary

STATE OF TEXAS

COUNTY OF HARRIS

Before me, the undersigned authority, on this day personally appeared

B. M. Bloomfield President, and Norman D. Adams Secretary

of the Dixie Carriers, Inc.

known to me to be the persons whose names are subscribed to the foregoing instrument, who each for himself acknowledged to me that he executed the foregoing application for permit to do business in the State of Texas as the act and deed of said corporation for the purpose and consideration therein expressed, and in the capacity therein stated.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, this 24th day of

May A. D. 19 48

(SEAL)

E. A. Barnett
Notary in & for Harris County

IMPORTANT NOTICE

1. At least fifty per cent of the authorized capital stock must be subscribed and at least ten per cent paid in, or \$100,000.00 paid in cash.
2. The issued capital stock must be included as a liability in the statement of assets and liabilities of the corporation. Under the laws of the State of Texas, issued capital stock includes both the paid in capital stock and the stockholders' subscriptions to the unissued capital stock.
3. The minimum filing fee of \$50.00 must be paid when this permit is granted. At the expiration of the first permit year in Texas, the correct fee due is computed as follows: Divide the sum of the Texas assets and receipts by the sum of the total assets and receipts and multiply the issued capital stock by the percentage so obtained. The capital stock employed in Texas thus determined is subject to a filing fee of \$50.00 for the first \$10,000.00, or fraction thereof, and \$10.00 for each additional \$10,000.00, or fraction thereof, and the additional amount due—after crediting the original \$50.00 payment—must be paid within 90 days after the expiration of the first permit year. The maximum filing fee is \$2500.00.
4. Within 90 days after the expiration of the first permit year, the corporation must file a first year franchise tax report and pay the tax from date of permit up to May 1st following the expiration of the first permit year in order to avoid penalty. Although the franchise tax is a separate charge from the additional filing fee, both should be paid at the same time. Thereafter the tax accrues each May 1st.

ANTI-TRUST AFFIDAVIT

STATE OF TEXAS

COUNTY OF HARRIS

Before me, the undersigned authority, on this day personally appeared _____

B. M. Bloomfield who being by me duly sworn, deposes and says:

That the DIXIE CARRIERS, INC. is not a trust or organization in restraint of trade, in violation of the laws of Texas; that it has not, within twelve months next preceding the date of this affidavit, entered into any combination, contract, obligation or agreement to create nor which may tend to create or to carry out any restriction in trade or commerce or aids to commerce, nor to fix, maintain, increase or reduce the price of any merchandise, produce or commodity, or any article of commerce; nor to prevent or lessen competition in the manufacture, making, transportation, sale or purchase of any merchandise, produce or commodity, or any article of commerce, or in the preparation thereof for market; nor to fix or maintain any standard or figure whereby the price of same is or has been in any manner affected, controlled or established. That it has not, during said time, entered into, executed or carried out any contract, obligation or agreement with any person, corporation or association of persons not to sell or dispose of any commodity or articles of commerce below a common standard or figure, or to keep the price thereof at a fixed or graded figures, or to preclude a fair and unrestricted competition in the sale of any commodity or articles of commerce, or to regulate, fix or limit the output thereof, or to abstain from engaging in or continuing business or from the purchase or sale of any commodity or article of commerce partially or entirely within the State of Texas or any portion thereof.

Affiant further says that the above named corporation has not within twelve months next preceding the date of this affidavit, either directly or through the instrumentality of trustees or otherwise, acquired the shares or certificates of stocks or bonds, franchises or other rights or the physical properties or any part thereof of any other corporation or corporations for the purpose of preventing or lessening or which tends to affect or lessen competition. That it has not within said time entered into any agreements or understanding to refuse to buy from or sell to any other person, corporation, firm or association of persons any commodities or articles of commerce, nor entered into any agreement to boycott or threaten to refuse to buy from or sell to any person, firm or corporation or association of persons for the buying from or selling to any other person, firm, corporation or association of persons.

Affiant further says that no officer of the above named corporation has, within his knowledge, during the said twelve months, made on behalf of it or for its benefits, any such contract or agreement as is specified in this affidavit.

B. M. Bloomfield

Sworn to and subscribed before me, this the 24th day of May A. D., 19 48

Echie Alene Barnett

(SEAL)

Notary Public in and for Harris County, Texas

NOTE—The above affidavit must be subscribed and sworn to by the president or vice-president or secretary or treasurer or two of the directors of the corporation applying for permit.



The State of Texas

Department of State

Permit # 12550

This is to certify that DIXIE CARRIERS, INC.,
incorporated under the laws of Delaware, has this
day complied with the laws governing the admission of foreign corporations to transact business in Texas,
and is hereby granted a permit to transact the following business for a period of ten years from this date:

To establish a transportation business with power to buy, construct, lease, own, operate and maintain and convey all kinds of steamships, vessels and other watercraft, and to navigate the same between all parts of the globe, and upon rivers, and to construct, buy, lease, own, maintain, operate and convey warehouses, docks, and wharves, and to buy, lease, receive, own, hold, and enjoy real and personal property necessary in the transaction of its business; to receive, purchase, hold, use and convey such rights, privileges, franchises and property, and to exercise beyond the jurisdiction of this State such power as may be granted to or conferred upon it by any foreign government, state or municipality; to have officers and agents, and to maintain offices at all points at which the company may do business; to act as principal or agent in buying and selling merchandise in all foreign countries; to carry passengers, freight, express and mail

together with such further rights and privileges as are conferred on foreign corporations by the laws of Texas, subject to compliance with the Constitution and laws thereof.

IN TESTIMONY WHEREOF, witness my official signature and the Seal of the State of Texas,
affixed at Austin, this 26th day of May 1948.

Kirk R. Mallory
Assistant Secretary of State.

DIXIE CARRIERS, INC.

Houston, Texas

B A L A N C E S H E E T

May 24, 1948

ASSETS

Cash (National Bank of Commerce)	\$ 50,000.00
Earnest Money Deposit with River Terminals Corporation	50,000.00
Unpaid Stockholders Subscriptions	<u>400,000.00</u>
Total Assets	\$ 500,000.00

LIABILITIES

None

NET WORTH

Subscribed Capital

Paid in Cash	\$ 100,000.00	
Unpaid	<u>400,000.00</u>	\$ 500,000.00

CERTIFICATE OF INCORPORATION

OF

DIXIE CARRIERS, INC.

*** * * * ***

FIRST. The name of the corporation is
DIXIE CARRIERS, INC.

SECOND. Its principal office in the State of Delaware is located at No. 100 West Tenth Street, in the City of Wilmington, County of New Castle. The name and address of its resident agent is The Corporation Trust Company, No. 100 West Tenth Street, Wilmington, Delaware.

THIRD. The nature of the business, or objects or purposes to be transacted, promoted or carried on are:

(a) To purchase, establish, maintain and operate, and to manage, charter and lease, boats, barges, trucks, warehouses, wharves and docks, for the transportation, storage and handling of farm products and other commodities and articles of commerce, and to act as forwarding agent for the owners and other parties interested in such products and other commodities and articles of commerce and as agent for such owners and other interested parties in contracting for the transportation of such products and other commodities and articles of commerce and to guarantee the performance of said transportation contract and to assume liability with respect thereto;

(b) To manufacture, purchase or otherwise acquire,

own, mortgage, pledge, sell, assign and transfer or otherwise dispose of, to invest, trade, deal in, and deal with, goods, wares and merchandises and real and personal property of every class and description;

(c) To subscribe for, purchase, acquire, hold, sell, exchange, pledge, hypothecate, or otherwise dispose of or deal in, the shares of stock, bonds, debentures, notes or other certificates or evidences of indebtedness, and obligations of any person, persons, firm, copartnership or association, or of any private, public, quasi-public or municipal corporation, domestic or foreign, or of any domestic or foreign state, government or governmental authority, or of any political or administrative subdivision or department thereof, and all trust, participation or other certificates of, or receipts evidencing interest in any such securities, and, while the owner of any such shares of stock, bonds, debentures, notes or other certificates or evidences of indebtedness or interest therein, to exercise all the rights, powers and privileges of ownership, including the right to vote thereon for any and all purposes;

(d) To buy, purchase, or otherwise acquire, and to hold, cancel, retire, re-issue, or otherwise dispose of the shares of the capital stock, bonds, debentures, notes and other obligations of this corporation, from time to time, to such extent, at such price, and in such manner and upon such terms, as the Board of Directors of this corporation shall from time to time determine, provided that shares of its own capital stock belonging to it shall not be voted directly or indirectly;

(e) To apply for, purchase or in any manner to acquire, and to hold, own, use and operate and to sell or in any manner dispose of, and to grant, license other rights in respect of, and in any manner deal with, any and all rights, inventions, improvements and processes used in connection with or secured under letters patent or copyrights of the United States or other countries, or otherwise, or to carry on any business, manufacturing or otherwise, which may directly or indirectly effectuate these objects or any of them;

(f) To purchase, lease or otherwise acquire and to hold, own, sell, or dispose of real and personal property of all kinds and in particular lands, buildings, business concerns and undertakings, shares of stock, mortgages, bonds, debentures, notes and other securities, merchandise, book debts and claims, trade marks, trade names, patents, and patent rights, copyrights and any interests in real or personal property;

(g) To borrow money for its corporate purposes, and to make, accept, endorse, execute and issue promissory notes, bills of exchange, bonds, debentures or other obligations from time to time, for the purchase of property or for any purpose in or about the business of the corporation, and if deemed proper, to secure the payment of any such obligations by mortgage, pledge, deed of trust or otherwise;

(h) To acquire (by purchase for cash, through issuance and/or exchange of securities, or otherwise) and to take over as a going concern and thereafter to carry on the business of any person, firm or corporation engaged in

any business which this corporation is authorized to carry on, and in connection therewith, to acquire the good will and all or any of the assets and to assume or otherwise provide for all or any of the liabilities of any such business;

(j) To sell, improve, manage, develop, lease, mortgage, dispose of, or otherwise turn to account or deal with all or any part of the property of the corporation;

(j) To do all and everything necessary, suitable and proper for the accomplishment of any of the purposes or the attainment of any of the objects or the furtherance of any of the powers hereinbefore set forth, either alone or in association with other corporations, firms, or individuals, and to do every other act or acts, thing or things incident or appurtenant to or growing out of, or connected with the aforesaid business or powers or any part or parts thereof, provided the same be not inconsistent with the laws under which this corporation is organized;

(k) To have one or more offices, to carry on all or any of its operations and business and without restriction or limit as to amount to purchase or otherwise acquire, hold, own, mortgage, sell, convey, or otherwise dispose of real and personal property of every class and description in any of the States, Districts, Territories, or Colonies of the United States, and in any and all foreign countries, subject to the laws of such State, District, Territory, Colony or Country;

(l) To do any and all things herein set forth, and in addition, such other acts and things as are necessary or convenient to the attainment of the purposes of this

corporation, or any of them, to the same extent as natural persons lawfully might or could do in any part of the world, in so far as such acts are permitted to be done by a corporation organized under the General Corporation Laws of the State of Delaware.

The foregoing clauses shall be construed both as objects and powers, and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of this corporation, and are in furtherance of, and in addition to, and not in limitation of the general powers conferred by the laws of the State of Delaware.

It is the intention hereof that the purposes, objects, and powers specified in this ARTICLE THIRD and all subdivisions thereof shall, except as otherwise expressly provided, in no wise be limited or restricted by reference to or inference from the terms of any other clauses or paragraphs of this Article, and that each of the purposes, objects and powers specified in this ARTICLE THIRD shall be regarded as independent purposes, objects and powers.

FOURTH. The total number of shares of stock which the corporation shall have the authority to issue is
Thirty Thousand (30,000) of which stock
Ten Thousand (10,000) shares of the par
value of Twenty Five Dollars (\$25.00) each, amounting
in the aggregate to Two Hundred Fifty Thousand Dollars
(\$250,000.00) shall be Preferred stock and of which Forty
Thousand (40,000) shares of the par value of Twenty Five
Dollars (\$25.00) each, amounting in the aggregate to One
Million Dollars (\$1,000,000.00) shall be Common stock.

The designations and the powers, preferences and rights, and the qualifications, limitations or restrictions thereof are to be fixed by resolution or resolutions of the Board of Directors. Pursuant to Section 13 of the General Corporation Law of Delaware a certificate of designation of Preferred Stock setting forth such resolution or resolutions and the number of shares of such class covered will be filed and recorded.

FIFTH. The minimum amount of capital with which the corporation will commence business is Five Hundred Thousand Dollars (\$500,000.00).

SIXTH. The names and places of residence of the incorporators are as follows:

NAMES	RESIDENCES
C. S. Peabbles	Wilmington, Delaware
S. M. Brown	Wilmington, Delaware
H. K. Webb	Wilmington, Delaware

SEVENTH. The corporation is to have perpetual existence.

EIGHTH. The private property of the stockholders shall not be subject to the payment of corporate debts to any extent whatever.

NINTH. In furtherance and not in limitation of the powers conferred by statute, the board of directors is expressly authorized:

To make, alter or repeal the by-laws of the corporation.

To authorize and cause to be executed mortgages and liens upon the real and personal property of the corporation.

To set apart out of any of the

funds of the corporation available for dividends a reserve or reserves for any proper purpose and to abolish any such reserve in the manner in which it was created.

By resolution or resolutions passed by a majority of the whole board, to designate one or more committees, each committee to consist of two or more of the directors of the corporation, which, to the extent provided in said resolution or resolutions or in the by-laws of the corporation, shall have and may exercise the powers of the board of directors in the management of the business and affairs of the corporation, and may have power to authorize the seal of the corporation to be affixed to all papers which may require it. Such committee or committees shall have such name or names as may be stated in the by-laws of the corporation or as may be determined from time to time by resolution adopted by the board of directors.

When and as authorized by the affirmative vote of the holders of a majority of the stock issued and outstanding having voting power given at a stockholders' meeting duly called for that purpose, or when authorized by the written consent of the holders of a majority of the voting stock issued and outstanding, to sell, lease or exchange all of the property and assets of the corporation, including its good will and its corporate franchises, upon such terms and conditions and for such consideration, which may be in whole or in part shares of stock in, and/or other securities of, any other corporation or corporations, as its board of directors shall deem expedient

and for the best interests of the corporation.

TKNTH. Whenever a compromise or arrangement is proposed between this corporation and its creditors or any class of them and/or between this corporation and its stockholders or any class of them, any court of equitable jurisdiction with the State of Delaware, may, on the application in a summary way of this corporation or of any creditor or stockholder thereof, or on the application of any receiver or receivers appointed for this corporation under the provisions of Section 3883 of the Revised Code of 1915 of said State, or on the application of trustees in dissolution or of any receiver or receivers appointed for this corporation under the provisions of Section 43 of the General Corporation Law of the State of Delaware, order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this corporation, as the case may be, to be summoned in such manner as the said Court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of this corporation as consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the Court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of this corporation, as the case may be, and also on this corporation.

ELEVENTH. In the absence of fraud, no contract or transaction between the corporation and any other association or corporation shall be affected by the fact that any of the directors or officers of such other association or corporation, and any director or officer of the corporation individually may be a party to, or may be interested in any such contract or transaction of the corporation; and no such contract or transaction of the corporation with any person or persons, firm, association, or corporation, shall be affected by the fact that any director or officer of the corporation is a party to, or interested in such contract or transaction, or in any way connected with such person or persons, firm, association or corporation; and each and every person who may become a director or officer of the corporation is hereby relieved from any liability that might otherwise exist from thus contracting with the corporation for the benefit of himself or any person, firm, association, or corporation in which he may be in anywise interested.

TWELFTH. Meetings of the stockholders may be held without the State of Delaware, if the by-laws so provide. The books of the corporation may be kept (subject to any provision contained in the statutes) outside of the State of Delaware at such place or places as may be from time to time designated by the board of directors or in the by-laws of the corporation. Election of directors need not be by ballot unless the by-laws shall so provide.

THIRTEENTH. The corporation reserves the right to amend, alter, change or repeal any provision contained in this certificate of incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

WE, THE UNDERSIGNED, being each of the incorporators
hereinbefore named for the purpose of forming a corporation
in pursuance of the General Corporation Law of the State of
Delaware, do make this certificate, hereby declaring and
certifying that the facts herein stated are true, and
accordingly have hereunto set our hands and seals this 13th
day of May A. D. 1948.

C. S. Peabbles (SEAL)

S. M. Brown (SEAL)

H. K. Webb (SEAL)

State of Delaware }
County of New Castle } ss.:

BE IT REMEMBERED, That on this 13th day of
May A. D. 1948, personally came before me, a Notary
Public for the State of Delaware, C. S. Peabbles
S. M. Brown and H. K. Webb,
all of the parties to the foregoing certificate of incorpora-
tion, known to me personally to be such, and severally ac-
knowledgeed the said certificate to be the act and deed of
the signers respectively and that the facts therein stated
are truly set forth.

GIVEN under my hand and seal of office the
day and year aforesaid.

M. Ruth Mannering

Notary Public

M. Ruth Mannering
Notary Public
Appointed Feb. 10, 1947
State of Delaware
Term Two Years

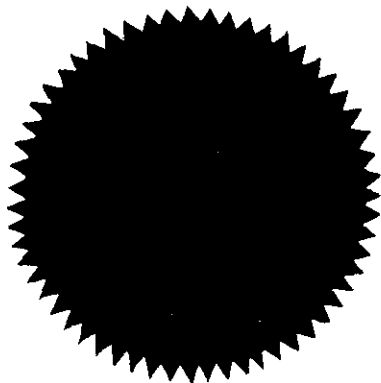
State of Delaware



Office of Secretary of State.

I William J. Storey, Secretary of State of the State of Delaware,
do hereby certify *that the above and foregoing is a true and correct copy of*
Certificate of Incorporation of the "DIXIE CARRIERS, INC.", as
received and filed in this office the thirteenth day of May,
A.D. 1948, at 10 o'clock A.M.

In Testimony Whereof, I have hereunto set my hand
and official seal at Dover, this twentieth *day*
of May *in the year of our Lord*
one thousand nine hundred and forty-eight.



William J. Storey
Secretary of State.

POWER OF ATTORNEY
DESIGNATING
SERVICE AGENT

KNOW ALL MEN BY THESE PRESENTS:

That pursuant to the laws of the State of Texas, DIXIE CARRIERS, INC.,
a corporation, duly incorporated under the laws of the State of Delaware,
acting herein by and through its _____ President, and Secretary, and certifying their action
Vice
herein is authorized by the Board of Directors of this corporation, does hereby appoint and designate
B. M. Bloomfield whose address is Cotton Exchange Building,
Street
Houston, Texas, a resident citizen of Texas, its true and lawful service agent in Texas,
City
upon whom process may be served in all suits, proceedings and causes of action, pending or that may here-
after be filed in the State of Texas, in which this corporation is a party or is to be made a party; this corpora-
tion hereby consents to the service of process upon said agent, and he shall be deemed as the service agent of
this corporation for all intents and purposes, as contemplated by the statutes requiring such designation and
appointment, and service of any process, pleading, notice or other paper upon said service agent shall be taken
and held as due service on this corporation.

In the event this corporation withdraws from the State of Texas, or ceases to transact or do any busi-
ness in the State of Texas, it shall continue to keep and maintain such service agent upon whom service of
process, pleadings, and papers may be made until the Statutes of Limitation shall have run against anyone
bringing an action against this corporation which accrued prior to its withdrawal from the State of Texas.

In case this service agent cannot be found at the address given in this Power of Attorney, or in case
this corporation shall revoke the authority of this designated agent, or fail to keep and maintain this service
agent after its withdrawal from the State of Texas and prior to the time when the Statutes of Limitations
would have run against causes of action accruing against this corporation, then in that event service of
process, pleadings and papers of such actions may be made upon the Secretary of State of the State of
Texas, and the same shall be held as due and sufficient service upon this corporation.

In Testimony Whereof, this corporation has caused this instrument to be subscribed and attested by the
aforesaid officers and its corporate seal affixed thereto on this the 24th day of MAY, 19 48

(CORPORATE SEAL)

B. M. Bloomfield
President or Vice-President

ATTEST:

Norman D. Adams
Secretary

STATE OF TEXAS
COUNTY OF HARRIS

Before me, the undersigned authority, on this day personally appeared B. M. Bloomfield,
and Norman D. Adams, who are known to me to
be the persons and officers whose names are subscribed to the foregoing instrument, and acknowledged to
me that they each executed the same as the act and deed of said corporation for the purposes and con-
sideration therein expressed and in the capacity and by authority therein stated.

Given under my hand and seal of office this the 24th day of May, A. D. 19 48

(NOTARY SEAL)

Echie Alene Barnett

NOTARY PUBLIC Houston Texas
County State

State of Delaware



Office of Secretary of State.

I William J. Storey, Secretary of State of the State of Delaware,

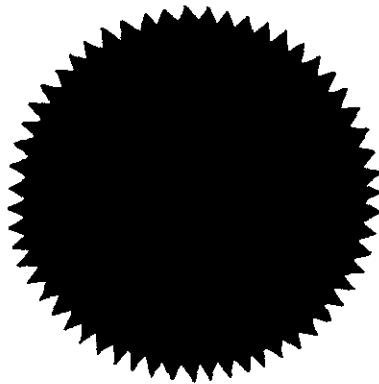
do hereby certify that the above and foregoing is a true and correct copy of Certificate of Incorporation of the "DIXIE CARRIERS, INC.", as received and filed in this office the thirteenth day of May, A. D. 1948, at 10 o'clock A.M.

And I do hereby further certify that the aforesaid Certificate of Incorporation is the only paper of record, the Corporation in question not having filed an amendment nor having made any change whatever in the original Certificate as filed;

And I do hereby further certify that the aforesaid Corporation is duly incorporated under the laws of the State of Delaware and is in good standing and has a legal corporate existence not having been cancelled or dissolved so far as the records of this office show and is duly authorized to transact business.

In Testimony Whereof, I have hereunto set my hand

and official seal, at Dover this
twentieth day of May, in the year of
our Lord one thousand nine hundred and
forty-eight.



William J. Storey
Secretary of State.

Certified Copy Of
RESOLUTION OF BOARD OF DIRECTORS OF DIXIE CARRIERS, INC.
HOUSTON, TEXAS

I, NORMAN D. ADAMS, hereby certify that I am the Secretary and official custodian of certain records including the Charter, By-Laws and the Minutes of the meetings of the Board of Directors of Dixie Carriers, Inc., a Corporation duly organized and existing under the laws of the State of Delaware, and that the following is a true, accurate and compared transcript of a resolution duly adopted at a meeting of the Board of Directors of Dixie Carriers, Inc., held on January 15, 1954 at which there was present and acting throughout a quorum authorized to transact the business hereinafter described:

RESOLVED, That George A. Peterkin, Jr. be and he is hereby appointed as agent of this Corporation in charge of its registered office upon whom process against the Corporation may be served in accordance with the laws of the State of Texas, to succeed Mr. B. M. Bloomfield, resigned.

RESOLVED FURTHER, That the Secretary of State for the State of Texas be notified of this change through the medium of a certified copy of this resolution.

IN WITNESS WHEREOF I have hereunto set my hand and affixed the seal of the said Corporation this 18th.day of January, 1954.


Secretary